

E-018-18

ORIGINAL

ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD

APPLICATION FOR EXEMPTION PERMIT

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CONTACT INFORMATION

RECEIVED

This Section must be completed for all projects.

MAR 23 2018

Facility/Project Identification

| | |
|---|--|
| Facility Name: Midwest Eye Center, S.C. | HEALTH FACILITIES & SERVICES REVIEW BOARD |
| Street Address: 1700 East West Road | |
| City and Zip Code: Calumet City 60409 | |
| County: Suburban Cook Health Service Area 007 Health Planning Area: 031 | |

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

| |
|---|
| Exact Legal Name: Midwest Eye Center, S.C. |
| Street Address: 1700 East West Road |
| City and Zip Code: Calumet City 60409 |
| Name of Registered Agent: Alan Wischhorner |
| Registered Agent Street Address: 11301 S. Harlem Avenue |
| Registered Agent City and Zip Code: Worth, IL 60482 |
| Name of Chief Executive Officer: Afzal Ahmad, M.D. |
| CEO Street Address: 1700 East West Road |
| CEO City and Zip Code: Calumet City 60409 |
| CEO Telephone Number: 708-891-3330 |

Type of Ownership of Applicants

| | | |
|--|--|--------------------------------|
| <input type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership | |
| <input checked="" type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Other |

☐ Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
☐ Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT 1, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact [Person to receive ALL correspondence or inquiries]

| |
|--|
| Name: Clare E. Connor |
| Title: Partner |
| Company Name: McDermott Will & Emery |
| Address: 444 W. Lake Street, Suite 4000, Chicago, IL 60606 |
| Telephone Number: 312-984-3365 |
| E-mail Address: cconnor@mwe.com |
| Fax Number: 312-277-2964 |

Additional Contact [Person who is also authorized to discuss the application for exemption permit]

| |
|-------------------|
| Name: None |
| Title: |
| Company Name: |
| Address: |
| Telephone Number: |
| E-mail Address: |
| Fax Number: |

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR EXEMPTION PERMIT**

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION

This Section must be completed for all projects.

Facility/Project Identification

| | | | |
|---|---------------------|-----|---------------------------|
| Facility Name: Midwest Eye Center, S.C. | | | |
| Street Address: 1700 East West Road | | | |
| City and Zip Code: Calumet City 60409 | | | |
| County: Suburban Cook | Health Service Area | 007 | Health Planning Area: 031 |

Applicant(s) [Provide for each applicant (refer to Part 1130.220)]

| | |
|---|--|
| Exact Legal Name: EyeCare Services Partners Holdings, LLC | |
| Street Address: 2727 N. Harwood St., #350 | |
| City and Zip Code: Dallas, TX 75201 | |
| Name of Registered Agent: CT Corporation System | |
| Registered Agent Street Address: 208 S. LaSalle | |
| Registered Agent City and Zip Code: Chicago, IL 60604 | |
| Name of Chief Executive Officer: Michael T. Fricke | |
| CEO Street Address: 2727 N. Harwood St., #350 | |
| CEO City and Zip Code: Dallas, TX 75201 | |
| CEO Telephone Number: 469-240-6738 | |

Type of Ownership of Applicants

| | | |
|--|--|--------------------------------|
| <input type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership | |
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental | |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Other |
| <ul style="list-style-type: none">o Corporations and limited liability companies must provide an Illinois certificate of good standing.o Partnerships must provide the name of the state in which they are organized and the name and address of each partner specifying whether each is a general or limited partner. | | |
| APPEND DOCUMENTATION AS ATTACHMENT 1 , IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. | | |

Primary Contact [Person to receive ALL correspondence or inquiries]

| |
|--|
| Name: Clare E. Connor |
| Title: Partner |
| Company Name: McDermott Will & Emery |
| Address: 444 W. Lake Street, Suite 4000, Chicago, IL 60606 |
| Telephone Number: 312-984-3365 |
| E-mail Address: cconnor@mwe.com |
| Fax Number: 312-277-2964 |

Additional Contact [Person who is also authorized to discuss the application for exemption permit]

| |
|-------------------|
| Name: None |
| Title: |
| Company Name: |
| Address: |
| Telephone Number: |
| E-mail Address: |
| Fax Number: |

Post Exemption Permit Contact

[Person to receive all correspondence subsequent to permit issuance-THIS PERSON **MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960]**

| |
|---|
| Name: Christopher Fusco |
| Title: Chief Development Officer |
| Company Name: EyeCare Service Partners Management |
| Address: 2727 N. Harwood, #350, Dallas, TX 75201 |
| Telephone Number: 844-377-6468 |
| E-mail Address: cfusco@espmgmt.com |
| Fax Number: |

Site Ownership

[Provide this information for each applicable site]

| |
|---|
| Exact Legal Name of Site Owner: Midwest Property Enterprises, LLC |
| Address of Site Owner: |
| Street Address or Legal Description of the Site: 1700 East West Road, Calumet City, IL 60409 |
| Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statements, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease, or a lease. |
| APPEND DOCUMENTATION AS ATTACHMENT 2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. |

Operating Identity/Licensee

[Provide this information for each applicable facility and insert after this page.]

| | |
|--|---|
| Exact Legal Name: Midwest Eye Center, S.C. | |
| Address: 1700 East West Road, Calumet City, IL 60409 | |
| <input type="checkbox"/> Non-profit Corporation <input checked="" type="checkbox"/> For-profit Corporation <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Partnership <input type="checkbox"/> Governmental <input type="checkbox"/> Sole Proprietorship |
| <input type="checkbox"/> Other | |
| <ul style="list-style-type: none"> o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. o Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership. | |
| APPEND DOCUMENTATION AS ATTACHMENT 3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. | |

Organizational Relationships

Provide (for each applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.

APPEND DOCUMENTATION AS ATTACHMENT 4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Flood Plain Requirements**NOT APPLICABLE – CHANGE OF OWNERSHIP**

[Refer to application instructions.]

Provide documentation that the project complies with the requirements of Illinois Executive Order #2006-5 pertaining to construction activities in special flood hazard areas. As part of the flood plain requirements, please provide a map of the proposed project location showing any identified floodplain areas. Floodplain maps can be printed at www.FEMA.gov or www.Illinoisfloodmaps.org. **This map must be in a readable format.** In addition, please provide a statement attesting that the project complies with the requirements of Illinois Executive Order #2006-5 ([http:// www.illinois.gov/sites/hfsrb](http://www.illinois.gov/sites/hfsrb)).

APPEND DOCUMENTATION AS ATTACHMENT 5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Historic Resources Preservation Act Requirements – N/A – CHANGE OF OWNERSHIP

[Refer to application instructions.]

Provide documentation regarding compliance with the requirements of the Historic Resources Preservation Act.

APPEND DOCUMENTATION AS ATTACHMENT 6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

DESCRIPTION OF PROJECT**1. Project Classification**

[Check those applicable - refer to Part 1110.40 and Part 1120.20(b)]

Part 1110 Classification:

- ☒ Change of Ownership
- ☐ Discontinuation of an Existing Health Care Facility or of a category of service
- ☐ Establishment or expansion of a neonatal intensive care or beds

2. Narrative Description

In the space below, provide a brief narrative description of the project. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does NOT have a street address, include a legal description of the site. Include the rationale regarding the project's classification as substantive or non-substantive.

EyeCare Services Partners Holdings, LLC ("ESP") intends to buy, either directly or through affiliated entities, all of the outstanding stock of Midwest Eye Center, S.C. (the "ASC" or "Licensee") currently held by Afzal Ahmad, M.D., the sole owner of Midwest Eye Center, S.C. After the change of ownership ESP will be the entity with final control of the ASC. The change of ownership is contingent upon regulatory approvals, including that of the Illinois Health Facilities and Services Review Board ("HFSRB").

The ASC is a single specialty (ophthalmology) surgery center with two operating rooms. There will be no changes in service or licensee as a result of this change of ownership.

The HFSRB will be notified within thirty days of the change of ownership occurring.

Related Project Costs

Provide the following information, as applicable, with respect to any land related to the project that will be or has been acquired during the last two calendar years:

| | | |
|--|------------------------------|--|
| Land acquisition is related to project | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| Purchase Price: \$ | _____ | |
| Fair Market Value: \$ | _____ | |
| The project involves the establishment of a new facility or a new category of service | | |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If yes, provide the dollar amount of all non-capitalized operating start-up costs (including operating deficits) through the first full fiscal year when the project achieves or exceeds the target utilization specified in Part 1100. | | |
| Estimated start-up costs and operating deficit cost is \$ _____ N/A _____. | | |

Project Status and Completion Schedules

| | |
|---|--|
| For facilities in which prior permits have been issued please provide the permit numbers. | |
| Indicate the stage of the project's architectural drawings: | |
| <input checked="" type="checkbox"/> None or not applicable | <input type="checkbox"/> Preliminary |
| <input type="checkbox"/> Schematics | <input type="checkbox"/> Final Working |
| Anticipated project completion date (refer to Part 1130.140): <u>03/31/18 or shortly after issuance of an exemption</u> | |
| Indicate the following with respect to project expenditures or to financial commitments (refer to Part 1130.140): NOT APPLICABLE – CHANGE OF OWNERSHIP | |
| <input type="checkbox"/> Purchase orders, leases or contracts pertaining to the project have been executed. | |
| <input type="checkbox"/> Financial commitment is contingent upon permit issuance. Provide a copy of the contingent "certification of financial commitment" document, highlighting any language related to CON Contingencies | |
| <input type="checkbox"/> Financial Commitment will occur after permit issuance. | |
| APPEND DOCUMENTATION AS ATTACHMENT 8, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. | |

State Agency Submittals [Section 1130.620(c)]

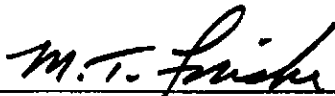
| |
|--|
| Are the following submittals up to date as applicable: |
| <input type="checkbox"/> Cancer Registry |
| <input type="checkbox"/> APORS |
| <input checked="" type="checkbox"/> All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted |
| <input type="checkbox"/> All reports regarding outstanding permits |
| Failure to be up to date with these requirements will result in the application for permit being deemed incomplete. |

CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- o in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of EyeCare Services Partners Holdings, LLC* in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.



SIGNATURE

Michael T. Fricke
PRINTED NAME

CEO
PRINTED TITLE

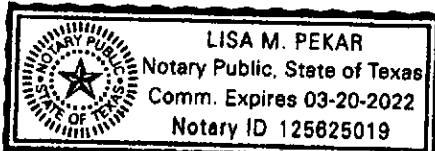
Notarization:

Subscribed and sworn to before me
this 19 day of March, 20 18



Signature of Notary

Seal



*Insert the EXACT legal name of the applicant



SIGNATURE

Christopher Fusco
PRINTED NAME

Chief Development Officer
PRINTED TITLE

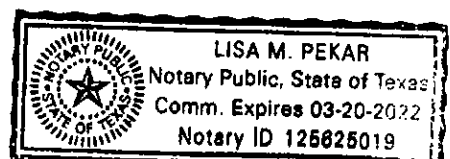
Notarization:

Subscribed and sworn to before me
this 19 day of March, 20 18



Signature of Notary

Seal



CERTIFICATION

The Application must be signed by the authorized representatives of the applicant entity. Authorized representatives are:

- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manager or member when two or more managers or members do not exist);
- o in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application is filed on the behalf of Midwest Eye Center, S.C.* In accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this Application on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the fee required for this application is sent herewith or will be paid upon request.

Afzal Ahmad
SIGNATURE

Afzal Ahmad, M.D.
PRINTED NAME

Manager
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this 22nd day of March, 2018

Susan Hardt
Signature of Notary

Seal



*Insert the EXACT legal name of the applicant

N/A -- No other Officer
SIGNATURE

PRINTED NAME

PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 20____

Signature of Notary

Seal

SECTION III. BACKGROUND, PURPOSE OF THE PROJECT, AND ALTERNATIVES
- INFORMATION REQUIREMENTS

This Section is applicable to all projects except those that are solely for discontinuation with no project costs.

Background

READ THE REVIEW CRITERION and provide the following required information:

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.
2. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant during the three years prior to the filing of the application.
3. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**
4. If, during a given calendar year, an applicant submits more than one application for permit, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest that the information was previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT 11, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 11.

Criterion 1110.230 – Purpose of the Project, and Alternatives (Not applicable to Change of Ownership)**PURPOSE OF PROJECT**

1. Document that the project will provide health services that improve the health care or well-being of the market area population to be served.
2. Define the planning area or market area, or other relevant area, per the applicant's definition.
3. Identify the existing problems or issues that need to be addressed as applicable and appropriate for the project.
4. Cite the sources of the documentation.
5. Detail how the project will address or improve the previously referenced issues, as well as the population's health status and well-being.
6. Provide goals with quantified and measurable objectives, with specific timeframes that relate to

achieving the stated goals **as appropriate**.

For projects involving modernization, describe the conditions being upgraded, if any. For facility projects, include statements of the age and condition of the project site, as well as regulatory citations, if any. For equipment being replaced, include repair and maintenance records.

NOTE: Information regarding the "Purpose of the Project" will be included in the State Board Report.

APPEND DOCUMENTATION AS ATTACHMENT 12, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-6) MUST BE IDENTIFIED IN ATTACHMENT 12.

ALTERNATIVES

- 1) Identify **ALL** of the alternatives to the proposed project:

Alternative options **must** include:

- A) Proposing a project of greater or lesser scope and cost;
- B) Pursuing a joint venture or similar arrangement with one or more providers or entities to meet all or a portion of the project's intended purposes; developing alternative settings to meet all or a portion of the project's intended purposes;
- C) Utilizing other health care resources that are available to serve all or a portion of the population proposed to be served by the project; and
- D) Provide the reasons why the chosen alternative was selected.

- 2) Documentation shall consist of a comparison of the project to alternative options. The comparison shall address issues of total costs, patient access, quality and financial benefits in both the short-term (within one to three years after project completion) and long-term. This may vary by project or situation. **FOR EVERY ALTERNATIVE IDENTIFIED, THE TOTAL PROJECT COST AND THE REASONS WHY THE ALTERNATIVE WAS REJECTED MUST BE PROVIDED.**

- 3) The applicant shall provide empirical evidence, including quantified outcome data that verifies improved quality of care, as available.

APPEND DOCUMENTATION AS ATTACHMENT 13, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION V. CHANGE OF OWNERSHIP (CHOW)**1130.520 Requirements for Exemptions Involving the Change of Ownership of a Health Care Facility**

1. Prior to acquiring or entering into a contract to acquire an existing health care facility, a person shall submit an application for exemption to HFSRB, submit the required application-processing fee (see Section 1130.230) and receive approval from HFSRB.
2. If the transaction is not completed according to the key terms submitted in the exemption application, a new application is required.
3. READ the applicable review criteria outlined below and **submit the required documentation (key terms) for the criteria:**

| APPLICABLE REVIEW CRITERIA | CHOW |
|--|-------------|
| 1130.520(b)(1)(A) - Names of the parties | X |
| 1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application. | X |
| 1130.520(b)(1)(C) - Structure of the transaction | X |
| 1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction | |
| 1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons. | X |
| 1130.520(b)(1)(F) - Fair market value of assets to be transferred. | X |
| 1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets. [20 ILCS 3960/8.5(a)] | X |
| 1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section | X |
| 1130.520(b)(2) - If the ownership change is for a hospital, affirmation that the facility will not adopt a more restrictive charity care policy than the policy that was in effect one year prior to the transaction. The hospital must provide affirmation that the compliant charity care policy will remain in effect for a two-year period following the change of ownership transaction | X |
| 1130.520(b)(2) - A statement as to the anticipated benefits of | X |

| | |
|---|---|
| the proposed changes in ownership to the community | |
| 1130.520(b)(2) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership; | X |
| 1130.520(b)(2) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control; | X |
| 1130.520(b)(2) - A description of the selection process that the acquiring entity will use to select the facility's governing body; | X |
| 1130.520(b)(2) - A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility | X |
| 1130.520(b)(2)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition. | X |

Application for Change of Ownership Among Related Persons

When a change of ownership is among related persons, and there are no other changes being proposed at the health care facility that would otherwise require a permit or exemption under the Act, the applicant shall submit an application consisting of a standard notice in a form set forth by the Board briefly explaining the reasons for the proposed change of ownership. [20 ILCS 3960/8.5(a)]

APPEND DOCUMENTATION AS ATTACHMENT 15, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION X. CHARITY CARE INFORMATION (CHOW ONLY)

Charity Care information **MUST** be furnished for **ALL** projects [1120.20(c)].

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.
2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.
3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer (20 ILCS 3960/3). Charity Care **must** be provided at cost.

A table in the following format must be provided for all facilities as part of Attachment 41.

| CHARITY CARE | | | |
|----------------------------------|------|------|------|
| | Year | Year | Year |
| Net Patient Revenue | | | |
| Amount of Charity Care (charges) | | | |
| Cost of Charity Care | | | |

APPEND DOCUMENTATION AS **ATTACHMENT 21**, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

After paginating the entire completed application indicate, in the chart below, the page numbers for the included attachments:

| INDEX OF ATTACHMENTS | | |
|----------------------|--|-------|
| ATTACHMENT NO. | | PAGES |
| 1 | Applicant Identification including Certificate of Good Standing | |
| 2 | Site Ownership | |
| 3 | Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership. | |
| 4 | Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc. | |
| 5 | Flood Plain Requirements | |
| 6 | Historic Preservation Act Requirements | |
| 7 | Project and Sources of Funds Itemization | |
| 8 | Financial Commitment Document if required | |
| 9 | Cost Space Requirements | |
| 10 | Discontinuation | |
| 11 | Background of the Applicant | |
| 12 | Purpose of the Project | |
| 13 | Alternatives to the Project | |
| | Service Specific: | |
| 14 | Neonatal Intensive Care Services | |
| 15 | Change of Ownership | |
| | Financial and Economic Feasibility: | |
| 16 | Availability of Funds | |
| 17 | Financial Waiver | |
| 18 | Financial Viability | |
| 19 | Economic Feasibility | |
| 20 | Safety Net Impact Statement | |
| 21 | Charity Care Information | |

Certificates of Good Standing – Applicants

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EYECARE SERVICES PARTNERS HOLDINGS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



5520263 8300

SR# 20165934029

You may verify this certificate online at corp.delaware.gov/authver.shtml

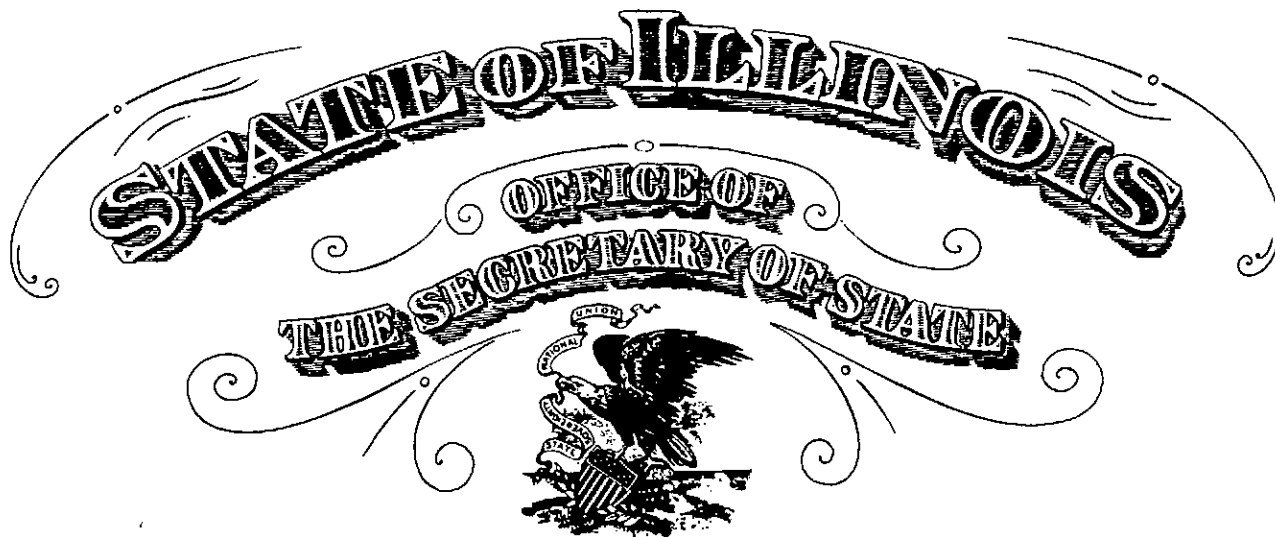
A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203055233

Date: 09-26-16

File Number

5168-005-7



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

MIDWEST EYE CENTER, S.C., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON MARCH 01, 1979, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



***In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 28TH
day of FEBRUARY A.D. 2018 .***

Jesse White

SECRETARY OF STATE



**Illinois Department of
PUBLIC HEALTH**

HF113662

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.

Nirav D. Shah, M.D., J.D.
Director

Issued under the authority of
the Illinois Department of
Public Health

| EXPIRATION DATE | CATEGORY | ID NUMBER |
|--|----------|-----------|
| 9/24/2018 | | 7001399 |
| Ambulatory Surgery Treatment Center | | |
| Effective: 09/25/2017 | | |

Midwest Eye Center, SC
1700 East West Road
Calumet City, IL 60409

The face of this license has a colored background. Printed by Authority of the State of Illinois • P.O. #16240 5M 5/16

← **DISPLAY THIS PART IN A
CONSPICUOUS PLACE**

Exp. Date 9/24/2018
Lic Number 7001399
Date Printed 6/23/2017

Midwest Eye Center, SC
1700 East West Road
Calumet City, IL 60409

FEE RECEIPT NO.

Midwest Eye Center, S.C. has a lease for the building located at 1700 East West Road in Calumet City and ESP or one of its affiliates will, pursuant to the terms of the change of ownership, either assume the lease or enter into a new lease with the owner of the building, Midwest Properties Enterprises, LLC.



Title: President
Midwest Eye Center, S.C.

Title: CEO
EyeCare Services Partners Holdings, LLC

Subscribed and sworn to before me this
23rd day of May, 2018.


Notary Public



Midwest Eye Center, S.C. has a lease for the building located at 1700 East West Road in Calumet City and ESP or one of its affiliates will, pursuant to the terms of the change of ownership, either assume the lease or enter into a new lease with the owner of the building, Midwest Properties Enterprises, LLC.

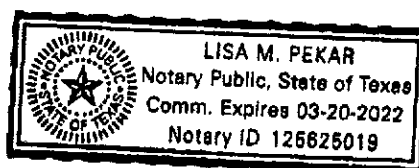
Title: President
Midwest Eye Center, S.C.

M.T. Funch

Title: CEO
EyeCare Services Partners Holdings, LLC

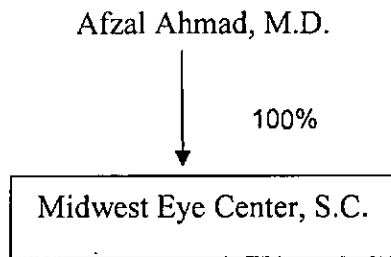
Subscribed and sworn to before me this
22 day of March, 2018
Lisa M. Pekar

Notary Public

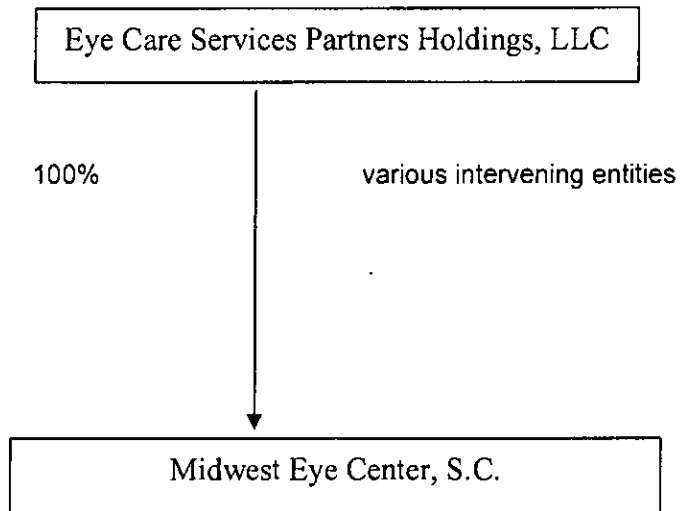


**Certificate of Good Standing
Licensee**

Organizational Relationships



Post CHOW



Midwest Eye Center, S.C. is the only facility owned by this applicant.

ESP owns Hauser-Ross Ambulatory Surgical Center located in DeKalb, Illinois, and Eye Surgery Center of Hinsdale located in Hinsdale, Illinois.

See attached copies of licenses and certifications.

**Illinois Department of
PUBLIC HEALTH**

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois State Health Code and is hereby authorized to engage in the activity indicated below.

Nirav D. Shah, M.D., J.D.
Director

| | |
|--|---------------------|
| EXPIRATION DATE 1/1/2018 | CATEGORY 7002942 |
| Ambulatory Surgery Treatment Center | |
| Effective: 01/02/2017 | |

Eye Surgery Center of Hinsdale, LLC
950 North York Road, Suite 203
Hinsdale, IL 60521

← **DISPLAY THIS PART IN A
CONSPICUOUS PLACE**

Exp. Date 1/1/2018
Lic Number 7002942

Date Printed 11/23/2016

Eye Surgery Center of Hinsdale, LLC
950 North York Road, Suite 203
Hinsdale, IL 60521

FEE RECEIPT NO.

CENTERS FOR MEDICARE & MEDICAID SERVICES
CLINICAL LABORATORY IMPROVEMENT AMENDMENTS
CERTIFICATE OF WAIVER

LABORATORY NAME AND ADDRESS
EYE SURGERY CENTER OF HINSDALE LLC
950 N YORK RD - SUITE 203
HINSDALE, IL 60521

CLIA ID NUMBER
14D1029192

EFFECTIVE DATE
08/11/2016

LABORATORY DIRECTOR
BRIAN D SMITH

EXPIRATION DATE
08/10/2018

Pursuant to Section 353 of the Public Health Services Act (42 U.S.C. 263a) as revised by the Clinical Laboratory Improvement Amendments (CLIA), the above named laboratory located at the address shown hereon (and other approved locations) may accept human specimens for the purposes of performing laboratory examinations or procedures.
This certificate shall be valid until the expiration date above, but is subject to revocation, suspension, limitation, or other sanctions for violation of the Act or the regulations promulgated thereunder.



Karen W. Dyer
Karen W. Dyer, Director
Division of Laboratory Services
Survey and Certification Group
Center for Clinical Standards and Quality

13312 Cert1_071210

- If this is a Certificate of Registration, it represents only the enrollment of the laboratory in the CLIA program and does not indicate a Federal certification of compliance with other CLIA requirements. The laboratory is permitted to begin testing upon receipt of this certificate, but is not determined to be in compliance until a survey is successfully completed.
- If this is a Certificate for Provider-Performed Microscopy Procedures, it certifies the laboratory to perform only those laboratory procedures that have been specified as provider-performed microscopy procedures and, if applicable, examinations or procedures that have been approved as waived tests by the Department of Health and Human Services.
- If this is a Certificate of Waiver, it certifies the laboratory to perform only examinations or procedures that have been approved as waived tests by the Department of Health and Human Services.

STAPLES

FOR MORE INFORMATION ABOUT CLIA, VISIT OUR WEBSITE AT WWW.CMS.GOV/CLIA
OR CONTACT YOUR LOCAL STATE AGENCY. PLEASE SEE THE REVERSE FOR
YOUR STATE AGENCY'S ADDRESS AND PHONE NUMBER.
PLEASE CONTACT YOUR STATE AGENCY FOR ANY CHANGES TO YOUR CURRENT CERTIFICATE.



ACCREDITATION ASSOCIATION
for AMBULATORY HEALTH CARE, INC.

ACCREDITATION NOTIFICATION

August 25, 2017

| | | | |
|--|-------------------------------------|----------------------------|------------------|
| Organization # | 65837 | | |
| Organization Name | Eye Surgery Center of Hinsdale, LLC | | |
| Address | 950 N York Road, Suite 203 | | |
| City State Zip | Hinsdale | IL | 60521-8609 |
| Decision Recipient | Ms. Nanci LaBracio | | |
| Survey Date | 7/26/2017-7/27/2017 | Type of Survey | Re-Accreditation |
| Accreditation Type | Full Accreditation | | |
| Accreditation Term Begins | 8/4/2017 | Accreditation Term Expires | 8/3/2020 |
| Accreditation Renewal Code | D47D965565837 | | |
| Complimentary AAAHC Institute study participation code | 65837FREEIQI | | |

As an ambulatory health care organization that has undergone the AAAHC Accreditation Survey, your organization has demonstrated its substantial compliance with AAAHC Standards. The AAAHC Accreditation Committee recommends your organization for accreditation.

Next Steps

- Members of your organization should take time to thoroughly review your Survey Report.
 - Any Standard marked "PC" (Partially Compliant) or "NC" (Non-compliant) must be corrected promptly. Subsequent surveys by AAAHC will seek evidence that deficiencies from this survey were addressed without delay.
 - The Summary Table provides an overview of compliance for each chapter applicable to your organization.
- AAAHC Standards, policies and procedures are reviewed and revised annually. You are invited to participate in the review through the public comment process each fall. Your organization will be notified when the proposed changes are available for review. You may also check the AAAHC website in late summer for details.
- Accredited organizations are required to maintain operations in compliance with the current AAAHC Standards and policies. Updates are published annually in the AAAHC *Handbooks*. Mid-year updates are announced and posted to the AAAHC website, www.aaahc.org.



**Illinois Department of
PUBLIC HEALTH**

HF112599

LICENSE, PERMIT, CERTIFICATION, REGISTRATION

The person, firm or corporation whose name appears on this certificate has complied with the provisions of the Illinois statutes and/or rules and regulations and is hereby authorized to engage in the activity as indicated below.

Nirav D. Shah, M.D., J.D.
Director

Issued under the authority of
the Illinois Department of
Public Health

| | | |
|-------------------------------------|----------|---------|
| 2/7/2018 | CATEGORY | 7003197 |
| Ambulatory Surgery Treatment Center | | |
| Effective: 02/08/2017 | | |

Dekalb Surgical Services, LLC
dba Hauser Ross Ambulatory Surgical Center
2515 Klein Road

Sycamore, IL 60178

The face of this license has a colored background. Printed by Authority of the State of Illinois - P.O. 448240 SM 5/16

← DISPLAY THIS PART IN A
CONSPICUOUS PLACE

Exp. Date 2/7/2018

Lic Number 7003197

Date Printed 1/23/2017

Dekalb Surgical Services, LLC
dba Hauser Ross Ambulatory Surgical
2515 Klein Road
Sycamore, IL 60178

FEE RECEIPT NO.

I, Afzal Ahmad, M.D., do hereby certify that no adverse action, as that term is defined by the Illinois Health Facilities and Services Review Board, has been taken against Midwest Eye Center, S.C. in the past three (3) years.

I authorize the HFSRB to access information the Illinois Department of Public Health or other state agencies or accrediting or certifying bodies to confirm this information.

Afzal Ahmad
Title: President

Subscribed and sworn to before me this
3rd day of March, 2018
Susan Hardt
Notary Public



I, Michael T. Fricke, do hereby certify that no adverse action, as that term is defined by the Illinois Health Facilities and Services Review Board, has been taken against EyeCare Services Partners Holdings, LLC in the past three (3) years.

I authorize the HFSRB to access information the Illinois Department of Public Health or other state agencies or accrediting or certifying bodies to confirm this information.

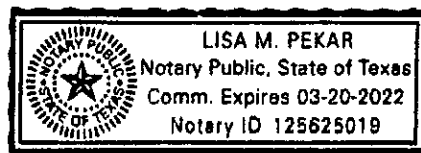
M. T. Fricke

Title: CEO

Subscribed and sworn to before me this
22 day of March, 2018

Lisa M. Pekar

Notary Public



1130.520(b)(1)(A) - Names of the parties

**EyeCare Services Partners Holdings LLC
Midwest Eye Center, S.C.**

1130.520(b)(1)(B) - Background of the parties, which shall include proof that the applicant is fit, willing, able, and has the qualifications, background and character to adequately provide a proper standard of health service for the community by certifying that no adverse action has been taken against the applicant by the federal government, licensing or certifying bodies, or any other agency of the State of Illinois against any health care facility owned or operated by the applicant, directly or indirectly, within three years preceding the filing of the application.

See Attachment 11.

1130.520(b)(1)(C) - Structure of the transaction

ESP, either directly or through affiliates, is acquiring all of the outstanding stock of Midwest Eye Center, S.C, and will become the entity with final control of the ASC. There will be no change in the licensed entity licensee.

1130.520(b)(1)(D) - Name of the person who will be licensed or certified entity after the transaction

Midwest Eye Center, S.C.

1130.520(b)(1)(E) - List of the ownership or membership interests in such licensed or certified entity both prior to and after the transaction, including a description of the applicant's organizational structure with a listing of controlling or subsidiary persons.

See Attachment 4.

1130.520(b)(1)(F) - Fair market value of assets to be transferred.

The purchase price of \$5,250,000.00 is based on an arms length transaction and represents the FMV of the assets (stock) being transferred.

1130.520(b)(1)(G) - The purchase price or other forms of consideration to be provided for those assets.
[20 ILCS 3960/8.5(a)]

\$5,250,000.00

1130.520(b)(2) - Affirmation that any projects for which permits have been issued have been completed or will be completed or altered in accordance with the provisions of this Section

Not applicable – no outstanding permits and not a hospital transaction.

1130.520(b)(2) - A statement as to the anticipated benefits of the proposed changes in ownership to the community

The benefits to the community will be the continued operation of the surgery center. In addition, ESP is a national eye care service provider that will bring its broad experience and resources to the operations of the ASC.

1130.520(b)(2) - The anticipated or potential cost savings, if any, that will result for the community and the facility because of the change in ownership;

It is not anticipated the change of ownership will bring cost savings to the community directly, but the continued operation of the surgery center will save consumers and payers money with the provision of outpatient eye surgery services in a less costly setting than a hospital.

1130.520(b)(2) - A description of the facility's quality improvement program mechanism that will be utilized to assure quality control;

The surgery center's quality improvement program will remain in place and will be enhanced by ESP's experience in the provision of eye care services.

1130.520(b)(2) - A description of the selection process that the acquiring entity will use to select the facility's governing body;

The governing board will be appointed by the ASC's owner.

1130.520(b)(2) - A statement that the applicant has prepared a written response addressing the review criteria contained in 77 Ill. Adm. Code 1110.240 and that the response is available for public review on the premises of the health care facility

A written statement addressing 1110.240 is available for review at the surgery center.

1130.520(b)(2)- A description or summary of any proposed changes to the scope of services or levels of care currently provided at the facility that are anticipated to occur within 24 months after acquisition.

There will be no changes in the services provided by the surgery center as a result of the change in ownership, or changes in employment. There will be no changes to or restrictions to access to services.

Midwest Eye Center, S.C.

| CHARITY CARE | | | |
|----------------------------------|-------------|-------------|-------------|
| | Year 2015 | Year 2016 | Year 2017 |
| Net Patient Revenue | \$1,216,811 | \$1,490,390 | \$1,928,480 |
| Amount of Charity Care (charges) | \$3,685 | \$ N/A | \$ N/A |
| Cost of Charity Care | \$3,685 | \$ N/A | \$ N/A |

McDermott Will & Emery

E-018-18

Boston Brussels Chicago Dallas Düsseldorf Frankfurt Houston London Los Angeles Miami
Milan Munich New York Orange County Paris Seoul Silicon Valley Washington, D.C.
Strategic alliance with MWE China Law Offices (Shanghai)

Clare E. Connor
Attorney at Law
cconnor@mwe.com
+1 312 984 3365

March 22, 2018

VIA FEDERAL EXPRESS

Courtney Avery, Administrator
Illinois Health Facilities & Services Review Board
525 W. Jefferson St., 2nd Floor
Springfield, IL. 62761

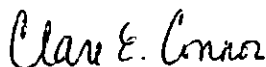
RE: Certificate of Exemption Application/Change of Ownership/Midwest Eye Center, S.C.

Dear Ms. Avery:

Enclosed is a COE application as referenced above. This change of ownership involves solely a stock sale, and will not result in any change to the entity to be licensed. Also enclosed is the applicable filing fee. Feel free to contact me with any questions.

Thank you.

Sincerely,



Clare E. Connor

cc: Christopher Fusco, ESP
Jessica Sheridan
Mike Constantino